

United States Bankruptcy Court	PROOF OF CLAIM
District of Delaware	REVISED
In re (Name of Debtor). UBI Liquidating Corp., et al.	Case Number 10-13005 (KJC)
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. ' 503.	
Name of Creditor <i>(The persons or entity to whom the debtor owes money or property)</i> Westgate Mall II, LLC by CBL & Associates Management, Inc., managing agent	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and Addresses Where Notices Should Be Sent Gary L. Roddy, Senior Director of Collections CBL & Associates Properties, Inc. CBL Center, Suite 500 2030 Hamilton Place Blvd. Chattanooga, TN 37421-6000	
Telephone No. (423) 855-0001	

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ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: Store #423, Westgate Mall, Spartanburg, SC	Check here if this claim <input type="checkbox"/> replaces a previously filed claim dated: amends -								
1. Basis For Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other (Describe briefly) Shopping Center Lease									
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. ' 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your social security number Unpaid compensations for services performed									
2. DATE DEBT WAS INCURRED Original Lease dated: September 13, 2006	3. IF COURT JUDGMENT, DATE OBTAINED: NONE								
4. CLASSIFICATION OF CLAIM. Under the bankruptcy Code all claims are classified as one or more of the following (1) Unsecured Nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM.									
<input type="checkbox"/> SECURED CLAIM \$ Attach evidence of perfection of security interest Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) Amount of arrearage and other charges included in secured claim above, if any <input checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM \$138,898.32 A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.	<input checked="" type="checkbox"/> UNSECURED PRIORITY CLAIM \$11,333.95 Specify the priority of the claim. <input type="checkbox"/> Wages, salaries, or commissions (up to \$2,000) earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier-11 U.S.C. ' 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan -U.S.C. ' 507 (a)(4) <input type="checkbox"/> Up to \$900 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use- 11 U.S.C. ' 507 (a)(6) <input type="checkbox"/> Taxes or penalties or governmental units- U.S.C. ' 507 (a)(7) <input checked="" type="checkbox"/> Other- 11 U.S.C. " 507 (a)(2), (a)(5)-(Describe briefly) see attached								
5. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED: <table style="width:100%; border: none;"> <tr> <td style="text-align: right;">\$138,898.32</td> <td style="text-align: center;">\$ 0</td> <td style="text-align: right;">\$4,637.70</td> <td style="text-align: right;">\$143,536.01</td> </tr> <tr> <td style="text-align: right;">(Unsecured)</td> <td style="text-align: center;">(Secured)</td> <td style="text-align: right;">(Priority)</td> <td style="text-align: right;">(Total)</td> </tr> </table> <input checked="" type="checkbox"/> Check this box if claim includes pre-petition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.		\$138,898.32	\$ 0	\$4,637.70	\$143,536.01	(Unsecured)	(Secured)	(Priority)	(Total)
\$138,898.32	\$ 0	\$4,637.70	\$143,536.01						
(Unsecured)	(Secured)	(Priority)	(Total)						

6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. TIME-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

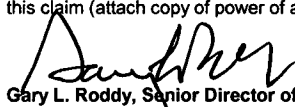
Date February 14, 2012	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any).  Gary L. Roddy, Senior Director of Collections
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EXHIBIT "A"—REVISED PROOF OF CLAIM

3. That the consideration of this liability is as follows:

(a) By Lease dated September 13, 2006, Claimant, as Landlord, leased unto Debtor, as Tenant, certain premises situated in space #30, Westgate Mall Spartanburg, SC. The term of said Lease commenced on November 9, 2006 and was to end on January 31, 2012. The Lease obligated Debtor to pay minimum annual rental of Seventy Six Thousand Six Hundred Forty Eight and 00/100 Dollars (\$76,648.00) for years 1-3 and Eighty Thousand One Hundred Thirty Two and 00/100 Dollars (\$80,132.00) for years 4-5, during each year of the lease term, payable in equal monthly installments, in advance, on the first day of each month of said term, plus a certain proportionate share of the cost of maintenance of the common areas of the shopping center, a certain proportionate share of the property taxes levied or assessed against the shopping center, and a certain proportionate share of the cost of insurance on the shopping center, all as additional rent.

(b) The Trustee of Debtor's estate has surrendered possession of the leased premises on or about November 30, 2010 when the lease was rejected.

(c) At the time of the filing of the petition in this case, Debtor had failed to pay installments of rent and other charges under said Lease, accruing prior to said date, totaling Thirty Five Thousand One Hundred Six and 36/100 Dollars (\$35,106.36).

(d) The Lease has been rejected by the Trustee of the Debtor's estate. Claimant is injured by such rejection in the amount of One Hundred Three Thousand Seven Hundred Ninety One and 96/100 Dollars (\$103,791.96) which represents the greater of one (1) year's rent and charges, or 15% of the amount of rent reserved by said Lease for the remainder of the Lease term not exceeding three (3) years.

(e) As to Four Thousand Six Hundred Thirty Seven and 70/100 (\$4,637.70), Claimant is entitled to the priority granted by 11 U.S.C. 507 as an administrative expense, such amount being the fair and reasonable value of the Trustee's use and occupancy of the leased premises during the period between September 22, 2010 and November 30, 2010.

(f) The following is a summary of Claimant's claim:

Pre-petition	\$35,106.36
Post-petition.....	\$103,791.96
Administrative Rent claim	\$4,637.70
TOTAL CLAIM.....	\$143,536.01

PROOF OF CLAIM
UBI Liquidating Corp., et al.,
D/B/A Ashley Stewart #423
Mall Name: Westgate Mall
Mall Location: Spartanburg, SC
Ch. 11 Case #10-13005 (KJC)

Revised Claim

PRE-PETITION:			
Bal. on Mar.'10 Rent & Charges		84.02	
Bal. on Apr.'10 Rent & Charges		2,607.63	
Bal. on May '10 Rent & Charges		1,548.64	
June - Aug. '10 Rent & Charges @ \$8,342.18 / mo.		25,026.54	
Sept. 1-21, '10 Rent & Charges @ \$8,342.18 / 30		5,839.53	
	Total		\$35,106.36
POST-PETITION:			
Dec.'10 Overpayments @ \$54.07 each		-108.14	
Dec.'10 - Jan.'12 Rent & Charges @ \$8,449.33 / mo.		118,290.62	
	Total	118,182.48	
	Times	0.15	
		17,727.37	
One Year's Rent & Charges		103,791.96	
Allowable Post-Petition Rejection Claim			\$103,791.96
ADMINISTRATIVE EXPENSE CLAIM:			
Sept. 22-30, '10 Rent & Charges @ \$8,342.19 / 30		2,502.66	
Bal. on Oct. '10 Rent & Charges		1,067.52	
Bal. on Nov. '10 Rent & Charges		1,067.52	
	Total		\$4,637.70
	TOTAL CLAIM		\$143,536.01

UBI Liquidating Corp., et al filed Ch.11 bankruptcy on 9/21/10.

**Lease has been rejected effective 11/30/10.*

Lease Term: 11/9/06 - 1/31/2012.



CHARLES B. LEBOVITZ
Chairman of the Board
JOHN N. FOY
Vice Chairman
of the Board and
Chief Financial Officer
STEPHEN D. LEBOVITZ
President and
Chief Executive Officer
BEN S. LANDRESS
Executive Vice President
MOSES LEBOVITZ
(1905-1991)

February 14, 2012

BMC Group, Inc.
Attn: Urban Brands Clams Processing
P.O. Box 3020
Chanhassen MN 55317-3020

Re: UBI Liquidating Corp, et al, d/b/a Ashley Stewart – Chapter 11
Case No. 10-13005 9KJC) – REVISED PROOF OF CLAIM

Dear Mr. Feldman:

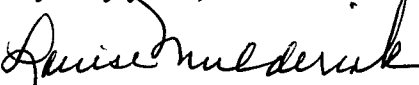
Enclosed please find an original and one copy of our REVISED proof of claim in reference to the above bankruptcy matter and regarding the location listed below:

Westgate Mall, Spartanburg, SC

I would appreciate your stamping the copy of the REVISED proof of claim as being “filed” and returning it to me in the enclosed, self-addressed stamped envelope.

Thank you for your assistance and should you have any questions regarding the enclosed, please feel free to contact the undersigned.

Very truly yours,


Louise C. Mulderink, CP
Certified Paralegal

Enclosures

CBL & Associates Management, Inc.
CBL Center, Suite 500
2030 Hamilton Place Boulevard
Chattanooga, TN 37421-6000

CBL

FIRST-CLASS MAIL

Master

02/15/2012

\$00.65

US POSTAGE



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011D11622123

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BMC Group, Inc.
Attn: Urban Brands Claims Processing
P.O. Box 3020
Chanhassen, MN 55317-3020

R. Majors / Collections

5531733020 8050

